United States Bankruptcy Court District of Nevada

In re	TEM Enterprises dba XTRA Airways	Case No.	14-13955	
		Debtor(s)	Chapter	11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

\$38,850,300.00 Charter income/revenue from operation of business 2012 \$30,317,901.00 Charter income/revenue from operation of business 2013

\$9,598,575.00 Charter income/revenue from operation of business 1/1/2014 - 6/4/2014

2. Income other than from employment or operation of business

None

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF **PAYMENTS**

AMOUNT PAID

AMOUNT STILL OWING

b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

See Exhibits 3b1 and 3b2, true and accurate copies of which are attached hereto.

c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

See Exhibit 3c, true and accurate copies of which are attached hereto.

4. Suits and administrative proceedings, executions, garnishments and attachments

None П

a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

COURT OR AGENCY NATURE OF AND LOCATION **PROCEEDING** Unjust **United States District Court Middle** Enrichment/Fuel District of Florida Fort Myers Division Lien

Settled/Breac h of Settlement Agreement

STATUS OR

DISPOSITION

Aviation Sales, LLC, Plaintiff vs. People Express Apparent Airlines Inc., TEM Enterprises dba Xtra Airways and Michael Morisi; Case No: 13-cv-6791

Authority Breach of Contract

United States District Court For the Northern District of Illinois Eastern Division

Settled for \$100,000

None

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

^{*} Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED

DATE OF SEIZURE

DESCRIPTION AND VALUE OF PROPERTY

5. Repossessions, foreclosures and returns

None

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER

DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN

DESCRIPTION AND VALUE OF PROPERTY

6. Assignments and receiverships

None

a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE

DATE OF ASSIGNMENT

TERMS OF ASSIGNMENT OR SETTLEMENT

None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately

preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN NAME AND LOCATION OF COURT CASE TITLE & NUMBER

DATE OF ORDER DESCRIPTION AND VALUE OF

PROPERTY

7. Gifts

None

List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION

RELATIONSHIP TO DEBTOR, IF ANY

DATE OF GIFT

DESCRIPTION AND VALUE OF GIFT

8. Losses

None

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY

DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS

DATE OF LOSS

4

9. Payments related to debt counseling or bankruptcy

None

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR May 30, 2014 AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY

McDonald Carano Wilson LLP 100 W. Liberty Street, 10th Floor Reno, NV 89501

\$20,000

\$15,000

McDonald Carano Wilson LLP 2300 W Sahara Avenue Suite 1000 Las Vegas, NV 89102 June 4, 2014

10. Other transfers

None

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR

DATE

DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED

None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER

DEVICE

DATE(S) OF TRANSFER(S) AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST

IN PROPERTY

11. Closed financial accounts

None

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION

TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE

AMOUNT AND DATE OF SALE OR CLOSING

12. Safe deposit boxes

None

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY

DESCRIPTION OF CONTENTS

DATE OF TRANSFER OR SURRENDER, IF ANY

13. Setoffs

None

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR CSI Aviation. Inc. 3700 Rio Grande Blvd. NW, Ste 1 Albuquerque, NM 87107

DATE OF SETOFF June 2014

AMOUNT OF SETOFF

\$92.309.00

14. Property held for another person

None

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER

DESCRIPTION AND VALUE OF PROPERTY

LOCATION OF PROPERTY

15. Prior address of debtor

None

If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS

800 West Idaho Street, Suite 304 Boise, Idaho 83702

NAME USED

TEM Enterprises dba Xtra Airways

DATES OF OCCUPANCY

March 5, 2010 - April 15, 2012

16. Spouses and Former Spouses

None

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None

None

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS

NAME AND ADDRESS OF GOVERNMENTAL UNIT

DATE OF NOTICE

ENVIRONMENTAL LAW

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS

NAME AND ADDRESS OF

DATE OF

ENVIRONMENTAL

GOVERNMENTAL UNIT NOTICE

None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which

the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

18. Nature, location and name of business

None

a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

> LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO.

NAME (ITIN)/ COMPLETE EIN

TEM Enterprises dba 91-1387913

XTRA Airways

ADDRESS

805 W. Idaho St. Suite 400 Boise, ID 83702

NATURE OF BUSINESS

Charter Airline Services July 20, 1987 to **Present**

BEGINNING AND

ENDING DATES

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None П

a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS **Robert Godfrey** 101 Lewalt Rd. Bellevue, ID 83313

T'resa Ferguson 507 Ashcroft Dr. Spring Creek, NV 89815

Shannon Dunn 2511 W. Heron St. Boise, ID 83702

DATES SERVICES RENDERED May 12, 2014 to Present

January 4, 2013 to Present

December 9, 2011 to Present

B7 (Official Form 7) (04/13) NAME AND ADDRESS DATES SERVICES RENDERED **Talitha McGinnis** February 24, 2014 to Present 2114 W. Parkstone Ct. Meridian, ID 83646 Maria Kauffman January 29, 2009 to June 23, 2014 325 Lawndale Dr. Spring Creek, NV 89815 Julie Stallings September 3, 2010 to March 10, 2014 11121 W. Box Canyon Ct. Star, ID 83669 Jon Wadsworth February 6, 2012 to March 12, 2013 2513 E. Mariposa Dr. Eagle, ID 83616 None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor. ADDRESS DATES SERVICES RENDERED NAME James & Co. PO Box 9699 2012 Audit of TEM Enterprises -**Ogden, UT 84409** Completed in approximately June 2013 Kafoury, Armstrong & Co. 975 Fifth Street 2012 Audit of 401k Account of TEM Elko, NV 89801 **Enterprises - Completed in April 2014 Cooper Norman** 444 Hospital Way, Suite 555 2013 Audit of TEM Enterprises and 401k Pocatello, ID 83201 **Account of Tem Enterprises - Started** pre-petition 2014 None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain. NAME James & Co. PO Box 9699 **Ogden, UT 84409 Cooper Norman** 444 Hospital Way, Suite 555 Pocatello, ID 83201 None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case. NAME AND ADDRESS Jeff Chaidez 2012 Financials Issued in July of 2013; Has not 121 SW Morrison Street, Ste 1525 received 2013 Financials - estimated August Portland, OR 97204 2014 20. Inventories None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory. DOLLAR AMOUNT OF INVENTORY DATE OF INVENTORY INVENTORY SUPERVISOR (Specify cost, market or other basis) February 1, 2013 Luis Ibarra performed and Ken Hawk approved \$1,568,959

Luis Ibarra performed and Ken Hawk approved

\$1,461,576

January 24, 2014

b. List the name and address of the person having possession of the records of each of the inventories reported in a., above. None

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY

RECORDS

February 1, 2013 Robert Godfrey

805 West Idaho Street, Suite 400

Boise, ID 83702

January 24, 2014 **Robert Godfrey**

805 W. Idaho Street

Suite 400

Boise, ID 83702

21. Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS NATURE OF INTEREST PERCENTAGE OF INTEREST

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NATURE AND PERCENTAGE NAME AND ADDRESS TITLE OF STOCK OWNERSHIP

CXP Management, LLC Shareholder 51% Equity

805 W. Idaho Street, 400 1000 Shares Common Stock

Boise, ID 83702

Flugfelagid Atlanta ehf. dba AAI Shareholder 49% Equity

Hlidasmari 3, 201 Kopavogi, Iceland 333 Shares Common

627 Shares Class A (non-voting)

Secretary, Treasurer and Sandy Davis

805 W. Idaho Street **Director**

Suite 400 Boise, ID 83702

Lisa E. Dunn President, Director

805 W. Idaho Street

Suite 400 Boise, ID 83702

John Walker Director

11531 W. Arlen Court Boise, ID 83713

22. Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME **ADDRESS** DATE OF WITHDRAWAL

None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year

immediately preceding the commencement of this case.

NAME AND ADDRESS TITLE DATE OF TERMINATION Hannes Hilmarsson Director Resigned in November 2013

Hlidasmari 3

201 Kopavogur, Iceland

	23 . Withdrawals from a partners	hip or distributions by a corporation				
None			ted or given to an insider, including compensation uisite during one year immediately preceding the			
OF RECI RELATION Lisa Du 805 W. I Suite 40 Boise, I	ONSHIP TO DEBTOR nn Idaho Street	DATE AND PURPOSE OF WITHDRAWAL Annual Salary	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY \$136,713.87 (June 5, 2013 to June 4, 2014)			
Suite 40 Boise, I	daho Street	Annual Salary	\$66,791.76 (June 5, 2013 to June 4, 2014)			
Shannon Dunn 805 W. Idaho Street Suite 400 Boise, ID 83702		Annual Salary unn See also, Exhibit 3c/23, a	\$32,814 (June 5, 2013 to June 4, 2014)			
Siste	er of President, Director - Lisa D	dini See also, Exhibit 30/23, a	ttached hereto.			
	24. Tax Consolidation Group.					
None		te name and federal taxpayer identification numbe e debtor has been a member at any time within six	r of the parent corporation of any consolidated years immediately preceding the commencement			
NAME C	OF PARENT CORPORATION	Т	AXPAYER IDENTIFICATION NUMBER (EIN)			
	25. Pension Funds.					
None	If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, a employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.					
NAME OF PENSION FUND		Т	AXPAYER IDENTIFICATION NUMBER (EIN)			
		* * * * *				

and that they are true and correct to the best of my knowledge, information and belief.

6/26/2014 /s/ Lisa Dunn, President Date Signature Lisa Dunn **President**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

EXHIBIT 3b1

SOFA 3b: Payments to vendors in the 90 days preceding the petition filing whose aggregate payments during that period were ≥ \$6,225

02/04/44	DANIKCARD CENTER	45,000,00
03/04/14	BANKCARD CENTER	15,000.00
03/04/14	AIRLINE ECONOMICS INC	27,627.94
03/05/14	ACCESS AMERICA TRANSPORT	11,170.00
03/06/14	GLOBAL PARTS SUPPORT, INC	30,020.00
03/06/14	TP AEROSPACE LEASING	17,550.84
03/06/14	WORLD FUEL SERVICES	17,119.86
03/07/14	BANKCARD CENTER	5,000.00
03/07/14	AVIATION SALES, LLC.	25,000.00
03/07/14	JOSH WEINSHANK	15,187.16
03/07/14	JEPPESEN SANDERSON	40,696.60
03/07/14	ASSOCIATED ENERGY GROUP, LLC	10,939.04
03/07/14	UNITED AIRLINES	2,802.42
03/11/14	JOSH WEINSHANK	15,773.44
03/11/14	COZEN O'CONNOR	15,000.00
03/11/14	GLOBAL PARTS SUPPORT, INC	40,000.00
03/11/14	AWAS	175,851.99
03/11/14	ASSOCIATED ENERGY GROUP, LLC	19,317.89
03/12/14	BANKCARD CENTER	29,699.78
03/13/14	ST AEROSPACE SAN ANTONIO, L.P.	15,460.00
03/14/14	PALM AEROSPACE, LLC	4,755.00
03/14/14	LISA DUNN	9,719.22
03/14/14	MITCHELL AIRCRAFT	6,450.00
03/14/14	CHASE AEROSPACE, INC.	20,250.00
03/18/14	GLOBAL PARTS SUPPORT, INC	10,045.54
03/18/14	EURO JET INTERCONTINENTAL LIMI	17,323.96
03/19/14	HUNTLEIGH USA CORPORATION	3,100.00
03/20/14	BORESCOPE ON VIDEO, INC.	4,672.64
03/20/14	BORESCOPE ON VIDEO, INC.	4,672.64
03/21/14	JOSH WEINSHANK	9,842.99
03/21/14	MIDAMERICAN AEROSPACE, LTD.	15,500.00
03/21/14	STERLING COURIER, INC.	8,793.92
03/21/14	TP AEROSPACE LEASING	20,857.91
03/21/14	CHEMOIL AVIATION	39,583.00
03/21/14	Aero Turbine, Inc.	50,000.00
03/21/14	GLOBAL AVIATION CONSULTING	20,000.00
03/24/14	BANKCARD CENTER	15,000.00
03/24/14	GLOBAL PARTS SUPPORT, INC	8,810.15
03/24/14	KAFOURY ARMSTRONG & CO	17,001.57
03/24/14	805 IDAHO, LLC	12,947.00
03/24/14	BLUE CROSS OF IDAHO	26,057.80
03/24/14	METLIFE - GROUP BENEFITS	2,386.92
03/24/14	DOUBLE TREE BY HILTON	21,875.78
03/24/14	UNITED AIRLINES	9,327.58

03/24/14	Treasurer of NYC	13,802.75
03/25/14	EURO JET INTERCONTINENTAL LIMI	16,600.95
03/25/14	SANTINI LAW	5,107.78
03/25/14	MIDAMERICAN AEROSPACE, LTD.	12,517.45
03/25/14	ADP, INC	2,715.56
03/25/14	STAPLES ADVANTAGE	3,497.54
03/25/14	BOEING COMMERCIAL AIRPLANES	18,564.23
03/25/14	SANTINI LAW	5,107.78
03/25/14	MIDAMERICAN AEROSPACE, LTD.	12,517.45
03/25/14	ADP, INC	2,715.56
03/25/14	STAPLES ADVANTAGE	3,497.54
03/25/14	BOEING COMMERCIAL AIRPLANES	18,564.23
03/25/14	AWAS	216,296.28
03/25/14	PAFCO LLC	11,195.17
03/25/14	AIRPLANES, INC.	14,682.09
03/25/14	THE INSURANCE GROUP, INC.	50,000.00
03/25/14	WORLD FUEL SERVICES	30,130.27
03/25/14	AVFUEL	33,631.08
03/27/14	FEDEX	30,493.54
03/27/14	FIRST CLASS PROPERTIES, LP	2,269.50
03/27/14	HUNTLEIGH USA CORPORATION	9,700.00
03/27/14	PALM AEROSPACE, LLC	4,735.00
03/27/14	DIVERSIFIED AERO SERVICES, INC	8,880.73
03/27/14	WORLD FUEL SERVICES	32,731.01
03/27/14	BANKCARD CENTER	15,000.00
03/28/14	BANKCARD CENTER	10,000.00
03/28/14	AVIATION SALES, LLC.	50,000.00
03/28/14	JOSH WEINSHANK	
03/28/14	JEPPESEN SANDERSON INC	21,773.88
•	JEPPESEN SANDERSON JEPPESEN SANDERSON	10,784.75
03/31/14		29,215.25
03/31/14	JEPPESEN SANDERSON INC	15,813.75
03/31/14	JEPPESEN SANDERSON	24,186.25
03/31/14	JEPPESEN SANDERSON	23,300.80
03/31/14	JEPPESEN SANDERSON INC	16,699.20
03/31/14	JEPPESEN SANDERSON	23,300.80
03/31/14	BOEING COMMERCIAL AIRPLANES	6,280.00
03/31/14	ST AEROSPACE SAN ANTONIO, L.P.	9,380.00
03/31/14	Airline Support Group, Inc.	10,112.50
04/01/14	BANKCARD CENTER	10,000.00
04/02/14	AIRLINE ECONOMICS INC	13,631.37
04/07/14	GLOBAL PARTS SUPPORT, INC	37,500.00
04/08/14	BANKCARD CENTER	20,000.00
04/08/14	SPIRIT AVIATION SERVICES INC.	10,709.00
04/08/14	VX HOLDINGS, LLC	75,000.00
04/10/14	GLOBAL PARTS SUPPORT, INC	7,760.00
04/10/14	BOEING COMMERCIAL AIRPLANES	6,020.00
04/10/14	AIRPLANES, INC.	14,000.00

04/10/14	AVFUEL	56,393.98
04/11/14	JOSH WEINSHANK	14,972.35
04/15/14	GLOBAL PARTS SUPPORT, INC	10,000.00
04/16/14	BANKCARD CENTER	8,000.00
04/17/14	MIDAMERICAN AEROSPACE, LTD.	5,500.00
04/21/14	BANKCARD CENTER	10,000.00
04/21/14	805 IDAHO, LLC	15,063.50
04/22/14	BANKCARD CENTER	1,500.00
04/22/14	BOEING COMMERCIAL AIRPLANES	10,017.00
04/22/14	FEDEX	38,482.50
04/22/14	AWAS	62,683.35
04/22/14	AWAS	82,000.00
04/22/14	GLOBAL AVIATION CONSULTING	4,200.00
04/22/14	Treasurer of NYC	14,067.38
04/22/14	BTCO AS SECURITY TRUSTEE TRITO	50,000.00
04/22/14	THE INSURANCE GROUP, INC.	54,716.91
04/22/14	ERSTE GROUP BANK	70,113.79
04/25/14	BANKCARD CENTER	8,000.00
04/25/14	DOUBLE TREE BY HILTON	5,000.00
04/25/14	AIRPLANES, INC.	10,124.16
04/25/14	US AIRWAYS	10,000.00
04/25/14	FIRST CLASS PROPERTIES, LP	2,269.50
04/25/14	METLIFE - GROUP BENEFITS	2,975.76
04/25/14	BLUE CROSS OF IDAHO	22,296.39
04/25/14	WORLD FUEL SERVICES	12,427.44
04/25/14	WORTHINGTON AVIATION PARTS, IN	49,750.00
04/25/14	COCESNA	3,960.00
04/25/14	TP AEROSPACE LEASING	27,816.87
04/30/14	BOEING COMMERCIAL AIRPLANES	30,039.90
04/30/14	JOSH WEINSHANK	33,229.02
04/30/14	MIDAMERICAN AEROSPACE, LTD.	7,471.57
05/01/14	UNITED AIRLINES	8,757.58
05/02/14	BANKCARD CENTER	1,500.00
05/02/14	BANKCARD CENTER	345.05
05/02/14	PAFCO LLC	27,172.60
05/05/14	BANKCARD CENTER	4,000.00
05/05/14	PALM AEROSPACE, LLC	4,500.00
05/05/14	GLOBAL PARTS SUPPORT, INC	10,000.00
05/06/14	BANKCARD CENTER	1,000.00
05/06/14	BANKCARD CENTER	3,000.00
05/06/14	BANKCARD CENTER	1,500.00
05/07/14	BOEING COMMERCIAL AIRPLANES	30,096.67
05/08/14	BANKCARD CENTER	5,000.00
05/08/14	GLOBAL AVIATION CONSULTING	4,200.00
05/09/14	UNITED AIRLINES	5,604.85
05/12/14	JOSH WEINSHANK	5,000.00
05/13/14	CHECK TSA, INC.	6,423.00

05/13/14	COCESNA	2,531.60
05/14/14	CHEMOIL AVIATION	39,583.00
05/15/14	ADP, INC	4,319.18
05/15/14	AIRPLANES, INC.	8,182.80
05/15/14	WORLD FUEL SERVICES	17,501.52
05/21/14	STAMBAUGH AVIATION	201,890.00
05/21/14	BANKCARD CENTER	10,256.68
05/23/14	JOSH WEINSHANK	37,969.74
05/23/14	FEDERAL AVIATION ADMIN	12,022.00
05/23/14	AWAS	98,048.31
05/23/14	FEDERAL AVIATION ADMIN	1,578.06
05/27/14	ALBERT URESTI, MPA	5,000.00
05/27/14	ALBERT URESTI, MPA	5,000.00
05/27/14	WORLD FUEL SERVICES	8,623.77
05/28/14	BANKCARD CENTER	2,000.00
05/28/14	LISA DUNN	3,300.00
05/28/14	LISA DUNN	10,000.00
05/29/14	BANKCARD CENTER	300.00
05/29/14	BANKCARD CENTER	1,000.00
05/29/14	BLUE CROSS OF IDAHO	21,361.68
05/29/14	METLIFE - GROUP BENEFITS	2,940.82
05/29/14	THE INSURANCE GROUP, INC.	19,539.79
05/30/14	BANKCARD CENTER	3,000.00
05/30/14	MCDONALD CARANO WILSON LLP	20,000.00
05/30/14	ADP, INC	2,570.89
05/30/14	ADP, INC	2,570.89
05/30/14	AIRPLANES, INC.	25,000.00
05/30/14	AIRPLANES, INC.	25,000.00
06/03/14	BANKCARD CENTER	1,000.00
06/03/14	BANKCARD CENTER	300.00
06/03/14	BANKCARD CENTER	3,000.00
06/03/14	FIRST CLASS PROPERTIES, LP	2,269.50
06/04/14	MCDONALD CARANO WILSON LLP	15,000.00
06/04/14	GLOBAL AVIATION CONSULTING	4,200.00

EXHIBIT 3b2

SOFA #3b: Amounts owed to creditors to whom more

than \$6,225 was paid within 90 days of the petition date.					
	•				
ADP, INC	4,453.83				
Aero Turbine, Inc.	271,056.00				
AIRPLANES, INC.	136,628.99				
AVFUEL	90,025.06				
AWAS	634,879.93				
BANKCARD CENTER	184,401.51				
BOEING COMMERCIAL AIRPLANES	122,106.39				
BORESCOPE ON VIDEO, INC.	1,495.00				
CHASE AEROSPACE, INC.	10,500.00				
CHECK TSA, INC.	11,663.55				
CHEMOIL AVIATION	79,166.00				
COZEN O'CONNOR	62,893.15				
DIVERSIFIED AERO SERVICES, INC	3,015.00				
DOUBLE TREE BY HILTON	11,238.27				
FEDEX	72,698.00				
FIRST CLASS PROPERTIES, LP	2,269.00				
GLOBAL AVIATION CONSULTING	4,200.00				
GLOBAL PARTS SUPPORT, INC	1,064.80				
HUNTLEIGH USA CORPORATION	2,325.00				
JEPPESEN SANDERSON INC	25,529.30				
KAFOURY ARMSTRONG & CO	1,666.02				
LISA DUNN	23,019.22				
MIDAMERICAN AEROSPACE, LTD.	29,650.00				
MITCHELL AIRCRAFT	29,695.00				
PALM AEROSPACE, LLC	5,090.00				
SANTINI LAW	97.50				
ST AEROSPACE SAN ANTONIO, L.P.	2,492.00				
STAMBAUGH AVIATION	1,840,453.00				
STAPLES ADVANTAGE	5,251.79				
STERLING COURIER, INC.	43,985.52				
THE INSURANCE GROUP, INC.	483,489.08				
TP AEROSPACE LEASING	116,417.75				
UNITED AIRLINES	3,135.00				
US AIRWAYS	29,694.24				
WORLD FUEL SERVICES	19,239.29				

EXHIBIT 3c

SOFA #23: Payroll Payments to Insiders, One Year Preceding Petition Date

Gross Pay	Medical	Dental	Vision	Parking	Pay Date	Net pay		
Davis, Sandra Ambriz								
2,245.87	,	, ,	` ,			2,130.10		
3,062.50	, ,	,	, ,		07/05/13	2,836.49		
3,062.50	,	` ,	, ,			2,886.49		
4,475.91	(183.62)	(39.12)	(3.27)	-	08/07/13	4,249.90		
3,062.50	(183.62)	(39.12)	(3.27)	50.00	08/22/13	2,886.49		
3,062.50	(183.62)	(39.12)	(3.27)	-	09/06/13	2,836.49		
3,062.50	(183.62)	(39.12)	(3.27)	50.00	09/20/13	2,886.49		
2,756.25	(183.62)	(39.12)	(3.27)	-	10/07/13	2,530.24		
2,756.25	(183.62)	(39.12)	(3.27)	50.00	10/22/13	2,580.24		
2,756.25	(183.62)	(39.12)	(3.27)	-	11/07/13	2,530.24		
2,756.25	(183.62)	(39.12)	(3.27)	50.00	11/22/13	2,580.24		
2,756.26	(183.62)	(39.12)	(3.27)	-	12/06/13	2,530.25		
2,756.25	(183.62)	(39.12)	(3.27)	50.00	12/20/13	2,580.24		
2,756.25	(210.84)	(42.36)	(3.34)	-	01/07/14	2,499.71		
2,756.25	(210.84)	(42.36)	(3.34)	50.00	01/22/14	2,549.71		
2,756.26	(210.84)	(42.36)	(3.34)	-	02/07/14	2,499.72		
2,756.25	(210.84)	(42.36)	, ,		02/21/14	2,549.71		
2,756.25	,	,	, ,		03/07/14	2,499.71		
2,756.25	` ,	,	, ,		03/22/14	2,549.71		
2,756.25	` ,	` ,	, ,		04/07/14	2,499.71		
3,291.67	` ,	` ,	, ,		04/22/14	3,085.13		
3,291.67	` ,	,	, ,		05/07/14	3,035.13		
3,291.67	` ,	• • •	, ,			3,085.13		
3,291.67	` ,	,	, ,		06/09/14	3,035.13		
877.76	` ,	, ,	, ,		06/23/14	859.36		
56	(33.21)	(0)	(3.30)	22.00	2.2.2	333.00		
					Total	66,791.76		

SOFA #23: Payroll Payments to Insiders, One Year Preceding Petition Date

Gross Pay	Medical	Dental	Vision	Parking	Pay Date	Net pay		
Weinshank, Joshua								
4,464.02	(45.65)	(11.44)	(2.42)	50.00	06/21/13	4,454.51		
6,087.28	(62.32)	(15.59)	(3.27)	-	07/05/13	6,006.10		
6,087.28	(62.32)	(15.59)	(3.27)	50.00	07/22/13	6,056.10		
6,087.28	(62.32)	(15.59)	(3.27)	-	08/07/13	6,006.10		
6,087.28	(62.32)	(15.59)	(3.27)	50.00	08/22/13	6,056.10		
6,087.28	(62.32)	(15.59)	(3.27)	-	09/06/13	6,006.10		
6,087.28	(62.32)	(15.59)	(3.27)	50.00	09/20/13	6,056.10		
5,478.55	(62.32)	(15.59)	(3.27)	-	10/07/13	5,397.37		
5,478.55	(62.32)	(15.59)	(3.27)	50.00	10/22/13	5,447.37		
5,478.55	(62.32)	(15.59)	(3.27)	-	11/07/13	5,397.37		
5,478.55	(62.32)	(15.59)	(3.27)	50.00	11/22/13	5,447.37		
5,478.55	(62.32)	(15.59)	(3.27)	-	12/06/13	5,397.37		
5,478.55	(62.32)	(15.59)	(3.27)	50.00	12/20/13	5,447.37		
3,985.47	(78.90)	(16.88)	(3.34)	-	01/07/14	3,886.35		
6,971.63	(78.84)	(16.88)	(3.34)	50.00	01/22/14	6,922.57		
5,478.55	(78.84)	(16.88)	(3.34)	-	02/07/14	5,379.49		
5,478.55	(78.84)	(16.88)	(3.34)	50.00	02/21/14	5,429.49		
5,478.55	(78.84)	(16.88)	(3.34)	-	03/07/14	5,379.49		
5,478.55	(78.84)	(16.88)	(3.34)	50.00	03/22/14	5,429.49		
5,478.55	(78.84)	(16.88)	(3.34)	-	04/07/14	5,379.49		
5,478.55	(78.84)	(16.88)	(3.34)	50.00	04/22/14	5,429.49		
5,478.55	(78.84)	(16.88)	(3.34)	-	05/07/14	5,379.49		
5,478.55	(78.84)	(16.88)	(3.34)	50.00	05/22/14	5,429.49		
5,478.55	(78.84)	(16.88)	(3.34)	-	06/09/14	5,379.49		
1,460.96	(21.04)	(4.52)	(0.88)	50.00	06/23/14	1,484.52		
					Total	134,084.18		

SOFA #23: Payroll Payments to Insiders, One Year Preceding Petition Date

Gross Pay	Medical	Dental	Vision	Parking	Pay Date	Net pay			
Dunn, Shannon L									
1,074.59	(99.33)	(28.71)	(2.42)	50.00	06/21/13	994.13			
1,453.50	(135.47)	(39.12)	(3.27)	-	07/05/13	1,275.64			
1,751.32	(135.47)	(39.12)	(3.27)	50.00	07/22/13	1,623.46			
1,828.87	(135.47)	(39.12)	(3.27)	-	08/07/13	1,651.01			
1,692.00	(135.47)	(39.12)	(3.27)	50.00	08/22/13	1,564.14			
1,638.00	(135.47)	(39.12)	(3.27)	-	09/06/13	1,460.14			
1,440.00	(135.47)	(39.12)	(3.27)	50.00	09/20/13	1,312.14			
1,615.95	(135.47)	(39.12)	(3.27)	-	10/07/13	1,438.09			
1,534.95	(135.47)	(39.12)	(3.27)	50.00	10/22/13	1,407.09			
1,824.53	(135.47)	(39.12)	(3.27)	-	11/07/13	1,646.67			
1,506.60	(135.47)	(39.12)	(3.27)	50.00	11/22/13	1,378.74			
1,356.75	(135.47)	(39.12)	(3.27)	-	12/06/13	1,178.89			
1,333.98	(135.47)	(39.12)	(3.27)	50.00	12/20/13	1,206.12			
1,593.88	(158.44)	(42.36)	(3.34)	-	01/07/14	1,389.74			
1,405.35	(158.44)	(42.36)	(3.34)	50.00	01/22/14	1,251.21			
1,632.15	(158.44)	(42.36)	(3.34)	-	02/07/14	1,428.01			
1,322.30	(158.44)	(42.36)	(3.34)	50.00	02/21/14	1,168.16			
1,368.90	(158.44)	(42.36)	(3.34)	-	03/07/14	1,164.76			
1,356.75	(158.44)	(42.36)	(3.34)	50.00	03/22/14	1,202.61			
1,624.05	(158.44)	(42.36)	(3.34)	-	04/07/14	1,419.91			
1,462.13	(158.44)	(42.36)	(3.34)	50.00	04/22/14	1,307.99			
1,425.60	(158.44)	(42.36)	(3.34)	-	05/07/14	1,221.46			
1,553.18	(158.44)	(42.36)	(3.34)	50.00	05/22/14	1,399.04			
1,522.80	(158.44)	(42.36)	(3.34)	-	06/09/14	1,318.66			
410.40	(42.24)	(11.28)	(0.88)	50.00	06/23/14	406.00			
					Total	32,813.81			

SOFA #23: Payroll Payments to Insiders, One Year Preceding Petition Date

Gross Pay	Medical	Dental	Vision	Parking	Pay Date	Net pay
Dunn, Lisa E						
4,549.60	(16.60)	(11.44)	(2.42)	50.00	06/21/13	4,569.14
6,204.04	(62.32)	(15.59)	(3.27)	-	07/05/13	6,122.86
6,204.04	(62.32)	(15.59)	(3.27)	50.00	07/22/13	6,172.86
6,204.04	(62.32)	(15.59)	(3.27)	-	08/07/13	6,122.86
6,204.04	(62.32)	(15.59)	(3.27)	50.00	08/22/13	6,172.86
6,204.04	(62.32)	(15.59)	(3.27)	-	09/06/13	6,122.86
6,204.04	(62.32)	(15.59)	(3.27)	50.00	09/20/13	6,172.86
5,583.64	(62.32)	(15.59)	(3.27)	-	10/07/13	5,502.46
5,583.64	(62.32)	(15.59)	(3.27)	50.00	10/22/13	5,552.46
5,583.64	(62.32)	(15.59)	(3.27)	-	11/07/13	5,502.46
5,583.64	(62.32)	(15.59)	(3.27)	50.00	11/22/13	5,552.46
5,583.64	(62.32)	(15.59)	(3.27)	-	12/06/13	5,502.46
5,583.63	(62.32)	(15.59)	(3.27)	50.00	12/20/13	5,552.45
5,583.63	(78.90)	(16.88)	(3.34)	-	01/07/14	5,484.51
5,583.63	(78.84)	(16.88)	(3.34)	50.00	01/22/14	5,534.57
5,583.64	(78.84)	(16.88)	(3.34)	-	02/07/14	5,484.58
5,583.64	(78.84)	(16.88)	(3.34)	50.00	02/21/14	5,534.58
5,583.64	(78.84)	(16.88)	(3.34)	-	03/07/14	5,484.58
5,583.64	(78.84)	(16.88)	(3.34)	50.00	03/22/14	5,534.58
5,583.64	(78.84)	(16.88)	(3.34)	-	04/07/14	5,484.58
5,583.64	(78.84)	(16.88)	(3.34)	50.00	04/22/14	5,534.58
5,583.64	(78.84)	(16.88)	(3.34)	-	05/07/14	5,484.58
5,583.64	(78.84)	(16.88)	(3.34)	50.00	05/22/14	5,534.58
5,583.64	(78.84)	(16.88)	(3.34)	-	06/09/14	5,484.58
1,488.96	(21.04)	(4.52)	(88.0)	50.00	06/23/14	1,512.52
					Total	136,713.87